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6 *Attorneys for USA Capital Diversified Trust Deed Fund, LLC*

7
UNITED STATES BANKRUPTCY COURT
 8
DISTRICT OF NEVADA

9
 In re:
 10 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

11
 In re:
 12 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

Chapter Number: 11

13
 In re:
 14 USA CAPITAL DIVERSIFIED TRUST DEED FUND,
 LLC,
 Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725 LBR

15
 In re:
 16 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

SUBSTITUTION OF COUNSEL

17
 In re:
 18 USA SECURITIES, LLC,
 Debtor.

19 Affects:

- All Debtors
- USA Commercial Mortgage Company
- USA Securities, LLC
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA First Trust Deed Fund, LLC

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 24 USA Capital Diversified Trust Deed Fund, LLC ("Diversified Fund"), hereby substitutes
 25 the law firm of ORRICK, HERRINGTON & SUTCLIFFE LLP, 400 Capitol Mall, Suite 3000,
 26 Sacramento, California 95814-4497, in the place of RAY QUINNEY & NEBEKER, P.C., 36
 27 South State Street, Suite 1400, Salt Lake City, Utah 84111, as its Counsel, and the law firm of
 28 BECKLEY SINGLETON, CHTD., 530 Las Vegas Boulevard South, Las Vegas, Nevada 89101,

1 in the place of SCHWARTZER & MCPHERSON LAW FIRM, 2850 South Jones Boulevard, #1,
2 Las Vegas, Nevada 89146, as its Special (Nevada) Counsel in the above-captioned matters.

3 DATED this 14 th day of March 2007.

4 USA CAPITAL DIVERSIFIED TRUST DEED
5 FUND, LLC

6 By: 
Michael Tucker, Administrator

7
8 We hereby agree to be substituted in the place of RAY QUINNEY & NEBEKER, P.C. in
9 the above-captioned matters, as Counsel for Diversified Fund.

10 DATED this 14 th day of March 2007.

11 ORRICK, HERRINGTON & SUTCLIFFE LLP

12 By: 
Marc A. Levinson (California Bar No. 57613)
Jeffery D. Hermann (California Bar No. 90445)
400 Capitol Mall, Suite 3000
Sacramento, California 95814-4497
Telephone: (916) 447-9200

13
14 We hereby agree to the substitution of the law firm of ORRICK, HERRINGTON &
15 SUTCLIFFE LLP, as Counsel for Diversified Fund in the above-captioned matters, in our place
16 and stead.

17 DATED this ____ th day of March 2007.

18 RAY QUINNEY & NEBEKER, P.C.

19 By: _____
20 Annette W. Jarvis (Utah Bar No. 1649)
21 Steven C. Strong (Utah Bar No. 6340)
22 36 South State Street, Suite 1400
23 Salt Lake City, Utah 84111
24 Telephone: (801) 532-1500

25 ///

26 ///

27 ///

28

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2 Las Vegas, Nevada 89146, as its Special (Nevada) Counsel in the above-captioned matters.

3 DATED this ____th day of March 2007.

4 USA CAPITAL DIVERSIFIED TRUST DEED
5 FUND, LLC

6 By: _____
7 Michael Tucker, Administrator

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9 the above-captioned matters, as Counsel for Diversified Fund.

10 DATED this ____th day of March 2007.

11 ORRICK, HERRINGTON & SUTCLIFFE LLP

12 By: _____
13 Marc A. Levinson (California Bar No. 57613)
14 Jeffery D. Hermann (California Bar No. 90445)
14 400 Capitol Mall, Suite 3000
15 Sacramento, California 95814-4497
15 Telephone: (916) 447-9200

16 We hereby agree to the substitution of the law firm of ORRICK, HERRINGTON &
17 SUTCLIFFE LLP, as Counsel for Diversified Fund in the above-captioned matters, in our place
18 and stead.

19 DATED this 16th day of March 2007.

20 RAY QUINNEY & NEBEKER, P.C.

21 By: _____/s/ Steven C. Strong
22 Annette W. Jarvis (Utah Bar No. 1649)
23 Steven C. Strong (Utah Bar No. 6340)
23 36 South State Street, Suite 1400
24 Salt Lake City, Utah 84111
24 Telephone: (801) 532-1500

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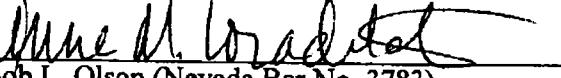
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2 LAW FIRM in the above-captioned matters, as Special (Nevada) Counsel for Diversified Fund.

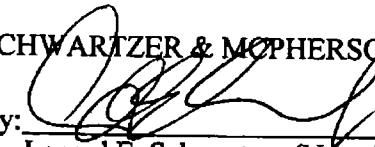
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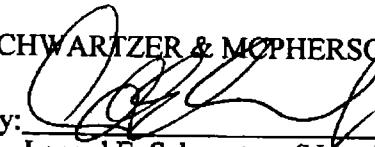
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13 and stead.

14 DATED this 14 th day of March 2007.

15 SCHWARTZER & MCPHERSON LAW FIRM
16 

17 By: 
18 Lenard E. Schwartz (Nevada Bar No. 0399)
19 Jeanette E. McPherson (Nevada Bar No. 5423)
20 2850 South Jones Boulevard, #1
21 Las Vegas, Nevada 89146
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